

F950002281

1000 HAYS STREET
TALLAHASSEE, FL 32304

800-342-8686



ACCOUNT NO. : 072100000032
REFERENCE : 595869 86901M
AUTHORIZATION :
COST LIMIT : ●

ORDER DATE : May 9, 1995
ORDER TIME : 10:30 AM
ORDER NO. : 595869
CUSTOMER NO: 86901M

500001481845
-05/09/95--01109--021
*****70.00 *****70.00
300001482933
-05/10/95--01075--022
*****61.25 *****61.25

CUSTOMER: Ms. Cynthia Walker
Prentice Hall Legal &
33north LaSalle Street
Suite 1925
Chicago, IL 60602

W95-9727

FOREIGN FILINGS

NAME: ENCLAVE OF FLORIDA CORP.

PROFIT CORPORATE
 NON-PROFIT LIMITED PARTNERSHIP

QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

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95 MAY -9 10 11: 95
DIVISION OF CORPORATIONS
SECRETARY OF STATE
PH 3: 37

Name copied
7/16/9

**ENCLAVE OF FLORIDA CORP.
CERTIFICATE OF SECRETARY**

THE UNDERSIGNED, ROBERT S. ROSS, does hereby certify that he is the Secretary of RBG XXII CORP., an Illinois corporation (the "Corporation"), and that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted by the Board of Directors by consent in lieu of a meeting, dated April 3, 1995;

"WHEREAS, inasmuch as this Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of the Corporation is not available for corporate use in the State of Florida;

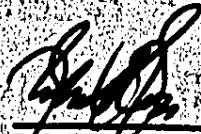
NOW, THEREFORE, be it hereby RESOLVED that this Corporation hereby adopts the alternate name for use in transacting business in the State of Florida pursuant to Section 607.1506 Florida Business Corporation Act; and it is further

RESOLVED, that the officers of the corporation be and they hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this Corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name RBG ENCLAVE XXVII in the transaction of business in the State of Florida."

CORP.

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary as
of this _____ day of _____, 1995.



Robert S. Ross, Secretary

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STATE OF ILLINOIS)
))
COUNTY OF COOK)) SS

Subscribed and sworn to by ROBERT S. ROSS before me this _____ day of _____, 1995.

John F. ...
Notary Public

Cook County, Illinois
My Commission Expires: 6/16/97



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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ENCLAVE OF FLORIDA CORP.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Illinois

(State or country under the law of which it is incorporated)

3. April 3, 1995

(Date of Incorporation)

4. Perpetual

(Duration)

5. Applied For

(Federal Employer Identification number, if applicable)

6. Upon Qualification

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.05, F.S.)

7. 154 West Hubbard Street, Suite 250, Chicago, Illinois 60610

(Current mailing address)

8. To act, as general partner of real estate entities

(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Bruce H. Block

Address: 154 West Hubbard, Suite 250

Chicago, Illinois 60610

Vice Chairman: Robert S. Goldfine

Address: 154 West Hubbard, Suite 250

Chicago, IL 60610

Director: Robert S. Ross

Address: 154 West Hubbard, Suite 250

Chicago, IL 60610

Director: _____

Address: _____

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B. Officers:

President: Robert S. Goldfine
Address: 154 West Hubbard, Suite 250
Chicago, IL 60610

Vice President: Bruce H. Block
Address: 154 West Hubbard, Suite 250
Chicago, IL 60610

Secretary: Robert S. Ross
Address: 154 West Hubbard, Suite 250
Chicago, IL 60610

Treasurer: _____
Address: _____

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(If needed, you may attach an addendum to the application listing additional officers, and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Prentice Hall Legal & Financial Services
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: *Patricia Quentem Autherage, Secretary*

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. *Robert S. Ross*
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Robert S. Ross, Secretary
(Name and capacity of person signing application)

File Number 5026-999-9



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To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois, do hereby certify that

ENCLAVE OF FLORIDA CORP., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE APRIL 3, 1995, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this _____ 8TH day of _____ MAY _____ A.D., 19 95

George H Ryan
SECRETARY OF STATE